

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING
CORPORATION,

Plaintiff,

v.

LIBERATION INVESTMENTS, L.P.,
LIBERATION INVESTMENTS, LTD.,
LIBERATION INVESTMENT GROUP LLC
and EMANUEL R. PEARLMAN,

Defendants.

Civil Action No. 05-841-JJF

**NOTICE OF DOCUMENT SUBPOENA ON
PARDUS CAPITAL MANAGEMENT LLC**

PLEASE TAKE NOTICE that pursuant to the attached subpoena, Plaintiff Bally Total Fitness Holding Corporation, by and through its attorneys, has requested the production of documents by Pardus Capital Management LLC on December 22, 2005 at 9:00 a.m. at the office of Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022, (212) 906-1200.



Gregory P. Williams (#2168)

Williams@rlf.com

Raymond J. DiCamillo (#3188)

DiCamillo@rlf.com

Elizabeth C. Tucker (#4468)

Tucker@rlf.com

RICHARDS, LAYTON & FINGER, P.A.

One Rodney Square

10th and King Streets

Wilmington, Delaware 19899

Tel: (302) 651-7700

Fax: (302) 651-7701

-and-

Laurie B. Smilan
LATHAM & WATKINS LLP
11955 Freedom Drive, Suite 500
Reston, Virginia 20190
Tel: (703) 456-1000
Fax: (703) 456-1001

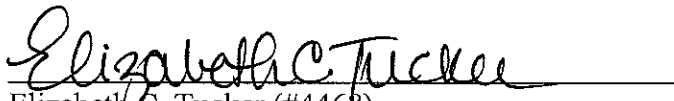
Date: December 14, 2005

CERTIFICATE OF SERVICE

I, Elizabeth C. Tucker, hereby certify that I caused copies of the foregoing
NOTICE OF DOCUMENT SUBPOENA ON PARDUS CAPITAL MANAGEMENT LLC to be
served by CM/EFC upon:

STEPHEN E. JENKINS, ESQ.
Ashby & Geddes
222 Delaware Avenue
Wilmington, DE 19899

on this 14th day of December, 2005.


Elizabeth C. Tucker (#4468)
Tucker@rlf.com